

Law Offices of

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a partnership including professional corporations

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January 2, 1990

## VIA FEDERAL EXPRESS

Honorable Noretta R. McGee, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Rider to Lease Agreement dated as of December 21, 1989 (the "Memorandum") between General Electric Company, a New York corporation (the "Lessee") and Citicorp Railmark, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Memorandum of Lease Agreement dated November 28, 1989 between the Lessor and the Lessee and filed with the ICC on December 13, 1989 under Recordation Number 16649. Said Memorandum is a secondary document, and should be recorded under the next available letter under Recordation Number 16649.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor:	Citicorp Railmark, Inc. 601 Midland Avenue Rye, New York 10580
Lessee:	General Electric Company 3135 Eastern Turnpike Fairfield Connecticut 06431

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

RECORDATION NO. 16649-B  
FILED 1423

JAN 3 1990 -12:00 PM

INTERSTATE COMMERCE COMMISSION

JAN 3 12 33 PM '90  
RECORDING UNIT

CHAPMAN AND CUTLER

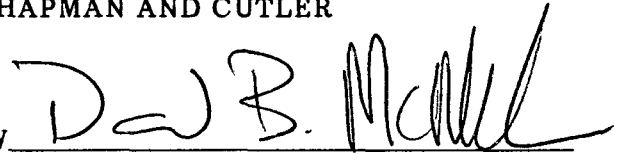
A short summary of the enclosed secondary document to appear in the Index  
is as follows:

"Covers one hundred and seventy-nine (179) covered hopper cars"

Very truly yours,

CHAPMAN AND CUTLER

By

A handwritten signature in black ink, appearing to read "D.B. McMullen", written over a horizontal line.

David B. McMullen

DBM/srv  
Enclosures

EXHIBIT A

Quantity

179

Size of Cars

covered hopper cars

Car Numbers

BWCX 1306-1484,  
inclusive

16649-B  
RECORDED 11/21/89 INDEXED 11/21/89

JAN 3 1990 10 PM

INTERSTATE COMMERCE COMMISSION

# MEMORANDUM OF RIDER TO LEASE AGREEMENT

Memorandum of Rider to Lease Agreement for one hundred and seventy-nine (179) covered hopper cars made and entered into as of December 21, 1989 by and between CITICORP RAILMARK, INC., a Delaware corporation, ("Lessor") and GENERAL ELECTRIC COMPANY, a New York corporation (the "Lessee").

## W I T N E S S E T H

1. Lessor and Lessee have previously entered into that certain Railcar Net Leasing Agreement dated November 28, 1989 ("Lease Agreement") by and between Lessor and Lessee and recorded with the Interstate Commerce Commission on December 13, 1989 under Recordation Number 16649.

2. The Lease Agreement provides that Lessor and Lessee may add additional cars under the Lease Agreement by the execution of riders thereto.

3. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor pursuant to that certain Rider dated December 21, 1989 ("Rider") to the Lease Agreement, one hundred and seventy-nine (179) covered hopper cars bearing the railroad reporting markings set forth on Exhibit A.

4. The Rider shall be effective as of the date first set forth hereinabove and shall be subject to the Term as defined in the Lease Agreement and the Rider.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CITICORP RAILMARK, INC.

By: [Signature]  
Its: VICE President

GENERAL ELECTRIC COMPANY

By: [Signature]  
Its: Vice President & General Manager

STATE OF NEW YORK )  
 ) SS.  
COUNTY OF WESTCHESTER )

On this 20<sup>th</sup> day of December, 1989, before me personally appeared JAMES S. AREALBA to me personally known, who being by me duly sworn, says that he is a VICE President of CITICORP RAILMARK, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Robert R. Goldberg  
Notary Public

ROBERT R. GOLDBERG  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1991

[SEAL]

Commission expires:

Commonwealth  
~~STATE~~ OF Massachusetts )  
 ) SS.  
COUNTY OF Berkshire )

On this 19th day of December, 1989, before me personally appeared William H. Westendorf to me personally known, who being by me duly sworn, says that ~~he~~ is the Mfg GM and VP of GENERAL ELECTRIC COMPANY, that the foregoing instrument was signed on behalf of said corporation, and ~~he~~ acknowledged that the execution of said instrument was his/~~her~~ free act and deed.

Jane M. Z. Langer  
Notary Public  
Jane M. Z. Langer

[SEAL]

Commission expires: July 6, 1995

EXHIBIT A

Quantity

179

Size of Cars

covered hopper cars

Car Numbers

BWCX 1306-1484,  
inclusive